

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, et al., : **09-50026 (REG)**
f/k/a **General Motors Corp., et al.** :
Debtors. : (Jointly Administered)
: :
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FOURTH INTERIM APPLICATION OF THE CLARO GROUP, LLC FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD
JUNE 1, 2010 – SEPTEMBER 30, 2010

Name of Applicant: The Claro Group, LLC
Authorized to Provide Professional Services to: Motors Liquidation Company, f/k/a General Motors Corp., et al.
Date of Order Authorizing Employment: August 3, 2009 (Effective June 1, 2009)
Period for which compensation and Reimbursement are sought: June 1, 2010 through September 30, 2010
Amount of compensation sought as actual, reasonable, and necessary: \$46,810.50
Amount of expense reimbursement sought as actual, reasonable, and necessary: \$402.43
Prior Fee Applications: First Interim Application (\$189,563 fees; \$888.05 expenses); Second Interim Application (\$652,010.50 fees; \$9,138.41 expenses); Third Interim Application (527,315.50 fees; \$7,886.51 expenses), portions of which Fee Applications remain unpaid

THE CLARO GROUP, LLC
777 S. Figueroa Street, Suite 4050
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(213) 784-0190 (Telephone)
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Environmental Management Consultants to the Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , f/k/a General Motors Corp., <i>et al.</i> | : |
| Debtors. | : |
| | : |
| | (Jointly Administered) |
| | : |
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FOURTH INTERIM APPLICATION OF THE CLARO GROUP, LLC AS
ENVIRONMENTAL MANAGEMENT CONSULTANTS TO THE DEBTORS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD JUNE 1, 2010 – SEPTEMBER 30, 2010

The Claro Group, LLC (“Claro”) respectfully files this Fourth Interim Application for Allowance of Compensation and Reimbursement of Expenses (the “Fee Application”) of Claro as Environmental Management Consultants to Motors Liquidation Company (f/k/a General Motors Corporation) (“GM”) and its affiliated debtors, as debtors in possession (collectively, the “Debtors”), for the period from June 1, 2010 through September 30, 2010 (the “Fourth Interim Period”). This Fee Application is filed pursuant to §§ 328(a), 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy

Procedure (the “Bankruptcy Rules”) and the Local Rules and Orders of this Court. In support of the Application, Claro states:

JURISDICTION AND VENUE

1. On or about August 7, 2009, the Court signed an Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Procedures Order”) (Docket #3711). The Compensation Procedures Order states, *inter alia*,

“Commencing with the period ending September 30, 2009, and at four month intervals thereafter (the “**Interim Fee Period**”), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the “**Retained Professionals**”) shall file with the Court an application (an “**Interim Fee Application**”) for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period.” [Emphasis in original.]

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of the Debtors’ Chapter 11 cases and this Fee Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. On June 1, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On or about July 21, 2009, the Debtors filed an application (the “Retention Application”) pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 authorizing the retention and employment of Claro as an environmental management consulting services provider in connection with these chapter 11 cases, to assist the Debtors in determining the costs of actual and/or potential environmental liabilities arising from the Debtors’ prepetition, historic operations. The Debtors sought to employ and retain Claro pursuant to the terms of the agreement between the Debtors and Claro dated and effective as of June 10, 2009 (the “Engagement Letter”). More specifically, Claro has been retained by the Debtors for its environmental management consulting expertise.

5. On or about August 3, the Court entered an Order authorizing the Debtors to retain and employ Claro *nunc pro tunc* to the Petition Date.

COMPENSATION REQUESTED

6. By this Fee Application and in accordance with §§ 328, 330 and 331 of the Bankruptcy Code, Claro request allowance of fees in the amount of \$46,810.50, and ordinary and necessary expenses in the amount of \$402.43, for a total amount \$47,212.93.

7. Pursuant to the Compensation Procedures Order, all professionals retained in these cases are authorized to seek, on a monthly basis, compensation for professional services rendered and reimbursement of expenses incurred. In the absence of any objection to the monthly statement of fees and expenses incurred (the “Monthly Statements”), the Debtors can pay 80% of the professional fees requested and 100% of the expenses incurred. A tabulation of fees and expenses incurred, as well as payments received by Claro, for Monthly Statements to date is as follows:

| Period Covered | Fees | Expenses | 80% of Fees | 80% of Fees Plus Expenses | Invoice Amount | Payments Received |
|---------------------|--------------|----------|-------------|---------------------------|----------------|-------------------|
| 06/01/10 - 06/30/10 | \$ 14,535.00 | \$108.13 | \$11,628.00 | \$11,736.13 | \$14,643.13 | \$11,736.13 |
| 07/01/10 - 07/31/10 | \$ 5,641.00 | \$201.06 | \$4,512.80 | \$4,713.86 | \$5,842.06 | \$0.00 |
| 08/01/10 - 08/31/10 | \$ 23,226.50 | \$0.00 | \$18,581.20 | \$18,581.20 | \$23,226.50 | \$0.00 |
| 09/01/10 - 09/30/10 | \$ 3,408.00 | \$93.24 | \$2,726.40 | \$2,819.64 | \$3,501.24 | \$0.00 |
| Total | \$ 46,810.50 | \$402.43 | \$37,448.40 | \$37,850.83 | \$47,212.93 | \$11,736.13 |

8. During the Fourth Interim Period, Claro has sought \$46,810.50, in professional fees and \$402.43 for expenses, of which \$11,628.00 in fees and \$108.13 in expenses, respectively, has been paid to date by the Debtors in accordance with the Compensation Procedures Order. As of the date of this Fee Application and excluding amounts unpaid under the First Fee Application, Second Fee Application, and the Third Fee Application Claro is owed \$35,182.50 for professional fees and \$294.40 for expenses incurred, which amounts have not yet been paid by the Debtors.

9. Claro has received no payment and no promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application.

10. There is no agreement or understanding between Claro and any other person for the sharing of compensation to be received for services rendered in this case.

11. Claro submits that this Fee Application complies with sections 330 and 503(b)(l)(A) of Chapter 11 of Title 11 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, the Amended Guidelines for Fees and Expenses for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and

Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines” collectively with the Local Guidelines, the “Guidelines”).

SUMMARY OF SERVICES PROVIDED

12. Attached as **Exhibit A** is a list of the Claro professionals who worked on the case during the Fourth Interim Period, along with the titles, and a summary of hours charged for the professionals whose services are being billed in connection with this case. Attached as **Exhibit B** is a summary of hours incurred for each category of work performed by Claro. Attached as **Exhibit C** is a summary of actual out-of-pocket expenses incurred during the Fourth Interim Period for each category of expenses. Attached as **Exhibit D** are the detailed time entries during the Fourth Interim Period, for each category of work performed by Claro. Attached as **Exhibit E** is the certification of Douglas H. Deems with respect to the Fee Application pursuant to the Local Guidelines.

13. In accordance with the Retention Application and the Engagement Letter, the following is a detailed description of the major tasks performed during the Fourth Interim Period. These tasks, and the related hours incurred, are separated into the following matters:

Site-level Decision Tree/Cost Analysis (Task 1—0.90 hours)

14. During the Fourth Interim Period, Claro provided follow up assistance to the Debtors in estimating potential remediation costs associated with 6 major sites utilizing decision-trees and other probabilistic analyses as appropriate. To perform this analysis, Claro originally worked with Debtors and other consultants to Debtors (primarily Arcadis) to help develop the structure, probability and magnitude of estimates used as the bases for the decision-tree analyses. These analyses are updated based on development of new information from time to time.

Discounted Cash Flow Analysis (Task 3—50.10 hours)

15. During the Fourth Interim Period, Claro provided assistance to the Debtors in providing analysis of how changes in discount rates, inflation rates and application of those rates to cash flows associated with the remediation sites could impact the calculation of present values and inflated cash flows.

Steering Committee and Project Management (Task 6—12.90 hours)

16. During the Fourth Interim Period, Claro provided assistance to the Debtors in working with Debtors' other consultants to plan and respond to project requirements, including development of decision-tree analyses, portfolio analyses and other analyses as appropriate.

Fee Application and Other Job Administration (Task 7—62.60 hours)

17. During the Fourth Interim Period, in connection with Claro's retention by the Debtors, Claro responded to the correspondence from counsel for the Fee Examiner and to the draft and final Objections prepared by the Fee Examiner in connection with Claro's Second Interim Fee Application. In addition, during the Fourth Interim Period, Claro prepared the Third Interim Fee Application and supporting exhibits and declaration. In accord with Judge Gerber's Order, Claro also spent time during this period redacting confidential descriptions from the billing entries. In addition, Claro was compelled to respond to various correspondence, emails, draft and final versions of the Fee Examiner's Report and Statement of Limited Objections to Claro's Second Interim Fee Application, Fee Examiner's Report and Statement of Limited Objections to Claro's Third Interim Fee Application and other communications from the Fee Examiner in connection with Claro's Second and Third Interim Fee Applications. Claro has also provided monthly budgets as requested by the Fee Examiner and has prepared and submitted its invoices in compliance with guidelines as required by the U.S. Trustee.

18. The work performed by Claro was not duplicative of any other retained professional. The work of Claro in this bankruptcy estate is continuing and not complete.

19. Claro submits that the foregoing services were necessary to the administration of this Chapter 11 case, were necessary and beneficial to the Debtors' estates at the time such services were rendered, and were performed without unnecessary duplication of effort or expense. Claro's request for compensation of the foregoing services is reflective of a reasonable and appropriate amount of time expended in performing such services commensurate with the complexity, importance and nature of the problem, issue and task involved.

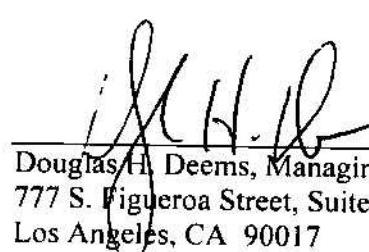
NOTICE

20. Notice of this Fee Application will be provided by counsel for the Debtors pursuant to the Compensation Procedures Order

WHEREFORE, Claro respectfully request that this Court enter an order: (i) allowing Claro's request for compensation in the sum of \$46,810.50 for actual, reasonable and necessary professional services rendered as environmental consultants to the Debtors during the Compensation Period; (ii) directing the Debtors to pay to Claro the full amount of such compensation to the extent not already paid; and (iii) directing the Debtors to reimburse Claro in the amount of \$402.43 for actual, reasonable and necessary expenses incurred during the Compensation Period, to the extent not already reimbursed.

Dated: Los Angeles, California
November 5, 2010

THE CLARO GROUP, LLC



Douglas H. Deems, Managing Director
777 S. Figueroa Street, Suite 4050
Los Angeles, CA 90017

*Environmental and Management
Consultants to the Debtors*

MOTOR LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL
TIME CHARGES AND FEES
FOR THE PERIOD

JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010

EXHIBIT A

Claro's professional services listed below rendered during the Fourth Interim period of 06/01/10 – 09/30/10 which consists of hours worked, rates and the calculated fees.

| NAME | TITLE | HOURS | RATE | AMOUNT |
|-----------------|-------------------|--------|-----------|--------------|
| Ale, Matt | Admin | 1.90 | \$ 110.00 | \$ 209.00 |
| Chan, Job | Analyst | 10.50 | \$ 160.00 | \$ 1,680.00 |
| Deems, Douglas | Managing Director | 18.90 | \$ 500.00 | \$ 9,450.00 |
| Hansen, George | Managing Director | 41.00 | \$ 500.00 | \$ 20,500.00 |
| Killian, Karl | Managing Director | 1.50 | \$ 450.00 | \$ 675.00 |
| Krock, Joe | Director | 8.50 | \$ 395.00 | \$ 3,357.50 |
| Mora, Carina | Admin | 2.10 | \$ 110.00 | \$ 231.00 |
| Patti, Maria | Analyst | 18.20 | \$ 155.00 | \$ 2,821.00 |
| Twellman, Brian | Principal | 23.90 | \$ 330.00 | \$ 7,887.00 |
| TOTALS | | 126.50 | | \$ 46,810.50 |

Total Fees: \$ 46,810.40

Total Expenses: \$ 402.43

Total Fees & Expenses \$ 47,212.93

MOTOR LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL
TIME CHARGES AND FEES
FOR THE PERIOD
JUNE 1, 2010 – SEPTEMBER 30, 2010
EXHIBIT B

Claro's summary of hours incurred by category / task code

| Task Code | Hours | Amount |
|--|---------------|---------------------|
| <i>Site-Level D-Tree Analysis Total</i> | 0.90 | \$ 365.00 |
| <i>Discounted Cash Flow Analysis Total</i> | 50.10 | \$ 17,306.50 |
| <i>Steering Committee & Project Management Cost Analysis Total</i> | 12.90 | \$ 6,450.00 |
| <i>Fee Application & Other Job Administration Cost Analysis Total</i> | 62.60 | \$ 22,689.00 |
| <i>Grand Total</i> | 126.50 | \$ 46,810.50 |

MOTOR LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL
TIME CHARGES AND FEES
FOR THE PERIOD
JUNE 1, 2010 – SEPTEMBER 30, 2010
EXHIBIT C

Claro's summary of expenses incurred

| Expense Details | | | |
|-----------------|-----------|---|----------|
| NAME | DATE | DESCRIPTION | AMOUNT |
| Tobias, H | 5/26/2010 | Six Fed EX deliveries @ \$15.20 ea to monthly invoice recipients | \$91.20 |
| Tobias, H | 6/17/2010 | FedEx delivery to Carla Andres | \$16.93 |
| Tobias, H | 6/30/2010 | 6 Fed EX deliveries \$17.89 each to monthly invoice recipients | \$107.34 |
| Tobias, H | 7/22/2010 | 6 Fed EX deliveries at \$15.62 each to monthly invoice recipients | \$93.72 |
| Tobias, H | 8/17/2010 | Six Fed EX deliveries at \$15.54 each to monthly invoice recipients | \$93.24 |
| | | Total | \$402.43 |

MOTOR LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL
TIME CHARGES AND FEES
FOR THE PERIOD
JUNE 1, 2010 – SEPTEMBER 30, 2010
EXHIBIT D

Claro's detailed time entries for each category worked
(continued on next page)

| Service Code | Date | Staff | Description | Rate | Hours | Amount |
|--|-----------|----------|--|----------|-------|---------------------------|
| Site-Level D-Tree Analysis | | | | | | |
| | 6/29/2010 | Twellman | call w S Gaito of Arcadis RE: Syracuse reconciliation. review and send cost details RE: the same. | \$330.00 | 0.50 | \$ 165.00 |
| | 8/9/2010 | Hansen | also discuss Syracuse site analysis with Ray Knapp | \$500.00 | 0.10 | \$ 50.00 |
| | 8/10/2010 | Hansen | Review Syracuse analysis with B. Twellman | \$500.00 | 0.30 | \$ 150.00 |
| Site-Level D-Tree Analysis Total | | | | | | 0.90 \$ 365.00 |
| Discounted Cash Flow Analysis | | | | | | |
| | 8/9/2010 | Hansen | phone call with D. McMurtry discussing updating Discounting/Inflation rates for analysis | \$500.00 | 0.20 | \$ 100.00 |
| | 8/9/2010 | Hansen | Communication re: discounting/inflation with Joe Krock/B. Twellman | \$500.00 | 0.30 | \$ 150.00 |
| | 8/9/2010 | Krock | Researched inflation and treasury rates. | \$395.00 | 0.60 | \$ 237.00 |
| | 8/10/2010 | Chan | Updated Treasury rates of multiple sites for NPV purposes | \$160.00 | 1.70 | \$ 272.00 |
| | 8/10/2010 | Chan | adjusted NPV values of multiple sites | \$160.00 | 1.30 | \$ 208.00 |
| | 8/10/2010 | Hansen | Review calculation of fund value based on updated discount rates | \$500.00 | 0.30 | \$ 150.00 |
| | 8/10/2010 | Hansen | Phone call with D. McMurtry re: updated discount rates | \$500.00 | 0.30 | \$ 150.00 |
| | 8/10/2010 | Hansen | Draft memo summarizing results of updated discount rates | \$500.00 | 1.10 | \$ 550.00 |
| | 8/10/2010 | Krock | Prepared revised summary table of inflation & treasury rates. | \$395.00 | 2.30 | \$ 908.50 |
| | 8/10/2010 | Twellman | updated US Treasury rates for [billing detail redacted for privilege purposes] | \$330.00 | 0.30 | \$ 99.00 |
| | 8/10/2010 | Twellman | updated discounted cash flows [billing detail redacted for privilege purposes] | \$330.00 | 2.80 | \$ 924.00 |
| | 8/10/2010 | Twellman | create summary of discounted cash flows [billing detail redacted for privilege purposes] | \$330.00 | 0.60 | \$ 198.00 |
| | 8/11/2010 | Chan | Updated Treasury rates of multiple sites for NPV purposes | \$160.00 | 0.90 | \$ 144.00 |
| | 8/11/2010 | Chan | adjusted NPV values of multiple sites | \$160.00 | 1.30 | \$ 208.00 |
| | 8/11/2010 | Twellman | review MLC presentation and update discount rate slides. | \$330.00 | 0.80 | \$ 264.00 |
| | 8/12/2010 | Chan | Created a Compiled Cash Flow for MLC | \$160.00 | 3.90 | \$ 624.00 |
| | 8/12/2010 | Hansen | Review discount rate analysis spreadsheet and investment presentation by Alix | \$500.00 | 1.80 | \$ 900.00 |
| | 8/12/2010 | Hansen | Phone call with B. Twellman, J. Krock re: discount rate analysis | \$500.00 | 0.40 | \$ 200.00 |
| | 8/12/2010 | Hansen | Phone call with J. Redwine, J. Stetzer, D. Berz, D. McMurtry, B. Twellman re: discount rate analysis | \$500.00 | 0.80 | \$ 400.00 |
| | 8/12/2010 | Hansen | Phone call with G. Koch re: discount rate | \$500.00 | 0.30 | \$ 150.00 |
| | 8/12/2010 | Hansen | Communication to J. Redwine, D. Berz, D. McMurtry re: discount rate | \$500.00 | 0.20 | \$ 100.00 |
| | 8/12/2010 | Hansen | Review discount rate [billing detail redacted for privilege purposes] for analysis | \$500.00 | 0.30 | \$ 150.00 |
| | 8/12/2010 | Krock | Researched inflation and investment rates of return. | \$395.00 | 0.60 | \$ 237.00 |
| | 8/12/2010 | Krock | Cc w/ G. Hansen re financial rates. | \$395.00 | 0.40 | \$ 158.00 |
| | 8/12/2010 | Twellman | updated discounted cash flows for all [billing detail redacted for privilege purposes] | \$330.00 | 2.80 | \$ 924.00 |
| | 8/12/2010 | Twellman | create summary comparison of scenarios. | \$330.00 | 0.60 | \$ 198.00 |
| | 8/12/2010 | Twellman | comparison schedule TIPS to CBO inflation rates. | \$330.00 | 0.90 | \$ 297.00 |
| | 8/12/2010 | Twellman | conference call w J Redwine, D Berz, D McMurtry, G Hansen RE: updated discount rate analysis. | \$330.00 | 0.80 | \$ 264.00 |
| | 8/13/2010 | Chan | Completed a Compiled Cash Flow for MLC | \$160.00 | 1.40 | \$ 224.00 |
| | 8/13/2010 | Hansen | Phone call with Joe Krock re: discount rate sources for analysis | \$500.00 | 0.20 | \$ 100.00 |
| | 8/13/2010 | Hansen | Review/modify discount rate analysis spreadsheet | \$500.00 | 2.70 | \$ 1,350.00 |
| | 8/13/2010 | Hansen | Communication of discount rate scenario results to team (Alix, Weil, McMurtry) | \$500.00 | 0.30 | \$ 150.00 |
| | 8/13/2010 | Twellman | update TIPS and discount rate analysis. | \$330.00 | 1.60 | \$ 528.00 |
| | 8/15/2010 | Krock | Researched CBO inflation update. | \$395.00 | 0.60 | \$ 237.00 |
| | 8/16/2010 | Hansen | Phone call with D. McMurtry, B. Rosenthal (Alix), J. Krock, B. Twellman re: investment strategy/discounting approach | \$500.00 | 0.60 | \$ 300.00 |
| | 8/16/2010 | Krock | Cc re discount, inflation & treasury rates. | \$395.00 | 0.60 | \$ 237.00 |
| | 8/17/2010 | Hansen | Review discount rate discussion document from Alix (B. Rosenthal) | \$500.00 | 0.60 | \$ 300.00 |
| | 8/17/2010 | Krock | Researched alternative investment strategies. | \$395.00 | 1.10 | \$ 434.50 |
| | 8/17/2010 | Krock | Cc w/ G. Hansen re alternative investment strategies. | \$395.00 | 0.40 | \$ 158.00 |
| | 8/17/2010 | Twellman | Update discount rate document for updated inflation and discount rates. | \$330.00 | 0.80 | \$ 264.00 |
| | 8/18/2010 | Hansen | Phone call with Berz, McMurtry, Selzer, Rosenthal, Krock, Twellman, Redwine re: discount rate/investment strategy | \$500.00 | 1.20 | \$ 600.00 |
| | 8/18/2010 | Hansen | Phone call with Gayle Koch re: discount rate updates | \$500.00 | 0.20 | \$ 100.00 |
| | 8/18/2010 | Krock | Conference call with Berz, McMurtry, Selzer, Rosenthal, Hansen, Twellman, Redwine re discount rates. | \$395.00 | 0.70 | \$ 276.50 |
| | 8/18/2010 | Krock | Prepared for conference call regarding inflation & real interest rate forecasts. | \$395.00 | 0.50 | \$ 197.50 |
| | 8/18/2010 | Twellman | Conference call w J Redwine, D Berz, D McMurtry, Claro to discuss discount rate [billing detail redacted for privilege purposes] | \$330.00 | 1.20 | \$ 396.00 |
| | 8/18/2010 | Twellman | Create discount rate [billing detail redacted for privilege purposes] schedule. | \$330.00 | 0.40 | \$ 132.00 |
| | 8/19/2010 | Twellman | Additional description of Claro activities for Environmental team in support of Disclosure Statement. | \$330.00 | 1.40 | \$ 462.00 |
| | 8/20/2010 | Twellman | Create Massena timeline of analyses with S Gaito. | \$330.00 | 1.20 | \$ 396.00 |
| | 8/23/2010 | Krock | Researched historical CPI data. | \$395.00 | 0.70 | \$ 276.50 |
| | 8/23/2010 | Twellman | updated cash flows with revised CBO forecast for inflation. | \$330.00 | 1.30 | \$ 429.00 |
| | 8/24/2010 | Twellman | updated cash flows with revised CBO forecast for inflation. | \$330.00 | 1.80 | \$ 594.00 |
| Discounted Cash Flow Analysis Total | | | | | | 50.10 \$ 17,306.50 |

| Steering Committee & Project Management Cost Analysis | | | | | | |
|---|-----------|--------|---|----------|------|-----------|
| | 8/11/2010 | Hansen | Phone call with D. McMurtry re: updated discount rates | \$500.00 | 0.20 | \$ 100.00 |
| | 8/12/2010 | Hansen | Phone call with Brian Rosenthal from Alix re: investment approach | \$500.00 | 0.30 | \$ 150.00 |

| Service Code | Date | Staff | Description | Rate | Hours | Amount |
|--------------|-----------|--------|---|----------|-------|-------------|
| | 8/16/2010 | Hansen | Develop summary of Environmental Team activities (by category) in support of Disclosure Statement | \$500.00 | 3.30 | \$ 1,650.00 |
| | 8/17/2010 | Hansen | Develop summary of Environmental Team activities in support of Disclosure Statement | \$500.00 | 2.60 | \$ 1,300.00 |
| | 8/18/2010 | Hansen | Develop summary of Environmental Team activities (by category) in support of Disclosure Statement | \$500.00 | 3.30 | \$ 1,650.00 |
| | 8/19/2010 | Hansen | Develop summary of Environmental Team activities in support of Disclosure Statement | \$500.00 | 3.20 | \$ 1,600.00 |

Steering Committee & Project Management Cost Analysis Total**12.90 \$ 6,450.00**

| Fee Application & Other Job Administration Cost Analysis | | | | | | |
|--|-----------|----------|--|----------|------|-------------|
| | 6/2/2010 | Deems | Finalize summary memorandum re Second Interim Fee Application and prepare email to Carla Andres (Fee Examiner Counsel) re review of Claro's Second Interim Fee Application | \$500.00 | 0.40 | \$ 200.00 |
| | 6/3/2010 | Patti | Prepare file of revised time entries per person for February and March time in light of Fee Examiner's prior comment/objections. | \$155.00 | 1.10 | \$ 170.50 |
| | 6/4/2010 | Deems | review correspondence from Carla Andres, counsel for Fee Examiner re comments to Claro's Second Interim Fee Application; forward same to MLC team for review/comment | \$500.00 | 0.30 | \$ 150.00 |
| | 6/4/2010 | Killian | review 2nd Interim Fee Application | \$450.00 | 0.40 | \$ 180.00 |
| | 6/7/2010 | Killian | reviewing and responding to questions re 2nd Interim Fee Application | \$450.00 | 0.30 | \$ 135.00 |
| | 6/8/2010 | Deems | begin outlining response to June 4, 2010 letter from Carla Andres | \$500.00 | 0.30 | \$ 150.00 |
| | 6/8/2010 | Deems | conf with Brian Twellman regarding response to Letter from Counsel to Fee Examiner | \$500.00 | 0.40 | \$ 200.00 |
| | 6/8/2010 | Deems | prepare/review emails to/from Carla Andres (Counsel for the Fee Examiner) re scheduling call to address recent correspondence | \$500.00 | 0.20 | \$ 100.00 |
| | 6/8/2010 | Patti | Create file of complete time entry descriptions in light of Fee Examiner's prior comment/objections. | \$155.00 | 2.30 | \$ 356.50 |
| | 6/9/2010 | Ale | Assist M. Patti with file of complete time entry descriptions in light of Fee Examiner's prior comment/objections. | \$110.00 | 1.00 | \$ 110.00 |
| | 6/9/2010 | Deems | prepare draft response to June 4 correspondence from Carla Andres | \$500.00 | 0.30 | \$ 150.00 |
| | 6/9/2010 | Patti | Compile time entries by person and correspondence with individuals for additional details in light of Fee Examiner's prior comment/objections. | \$155.00 | 1.80 | \$ 279.00 |
| | 6/10/2010 | Patti | Compile additional details per individual's time entries in light of Fee Examiner's prior comment/objections. | \$155.00 | 2.10 | \$ 325.50 |
| | 6/11/2010 | Deems | call with Carla Andres re Claro's Second Interim Fee Application | \$500.00 | 0.80 | \$ 400.00 |
| | 6/11/2010 | Deems | conf G Hansen re responses to Fee Examiner on Jan 27 expenses, purported double billing on 10/1 and purported vague descriptions | \$500.00 | 0.20 | \$ 100.00 |
| | 6/11/2010 | Deems | call with Carriane Bassler (AlixPartners) re discussion with Carla Andres re environmental issues | \$500.00 | 0.30 | \$ 150.00 |
| | 6/11/2010 | Deems | examine draft spreadsheets prepared in response to observations from counsel for Fee Examiner, including expense details and complete billing entry descriptions | \$500.00 | 0.60 | \$ 300.00 |
| | 6/11/2010 | Hansen | conf Deems re responses to Fee Examiner on Jan 27 expenses, purported double billing on 10/1 and purported vague descriptions | \$500.00 | 0.20 | \$ 100.00 |
| | 6/11/2010 | Patti | Format time increment analysis schedule. | \$155.00 | 0.40 | \$ 62.00 |
| | 6/14/2010 | Deems | review updated billing descriptions (revised Exh A-3 to June 4, 2010 correspondence from counsel to Fee Examiner) and prepare email sending same to Carla Andres | \$500.00 | 0.30 | \$ 150.00 |
| | 6/14/2010 | Twellman | prepare monthly budget for fee examiner. | \$330.00 | 0.60 | \$ 198.00 |
| | 6/14/2010 | Twellman | Prepare additional detail for fee examiner issues--bst time. | \$330.00 | 0.80 | \$ 264.00 |
| | 6/15/2010 | Deems | review draft Fee Examiner Report and Stmt of Limited Objections (.2); prepare summary of draft report to MLC team (.3); prepare email to S Karotkin, J Smolinsky, J Redlwine and C Bassler re draft report (.2) | \$500.00 | 0.70 | \$ 350.00 |
| | 6/16/2010 | Deems | review invoice for November 20, 2009 hotel per Fee Examiner inquiry and prepare email to Carla Andres re same | \$500.00 | 0.20 | \$ 100.00 |
| | 6/16/2010 | Deems | conf with G Hansen re identification of key, multi-disciplinary team members by site for purposes of responding to draft Fee Examiner Report (.2); review proposed changes to purported "vague" descriptions prepare by Claro personnel (.2) | \$500.00 | 0.40 | \$ 200.00 |
| | 6/16/2010 | Deems | Continue preparing detailed response to Ltr from Carla Andres dated June 4 and to Draft Report from Fee Examiner (provided on June 15, 2010) | \$500.00 | 1.30 | \$ 650.00 |
| | 6/16/2010 | Deems | review revised billing descriptions provided by Hansen, Forrester, Krock and Patti as requested by Counsel for the Fee Examiner (.2); revise detailed response ltr to counsel for Fee examiner (.4) | \$500.00 | 0.60 | \$ 300.00 |
| | 6/16/2010 | Deems | examine email from Carla Andres (.1); prepare response email to Ms. Andres regarding summary of additional materials to be provided to Fee Examiner (.2) | \$500.00 | 0.30 | \$ 150.00 |
| | 6/16/2010 | Hansen | provide additional detail for 2nd interim Fee Application | \$500.00 | 6.30 | \$ 3,150.00 |
| | 6/16/2010 | Hansen | Conf with Deems re identification of key, muti-disciplinary team members by site for purposes of responding to draft Fee Examiner report | \$500.00 | 0.20 | \$ 100.00 |
| | 6/17/2010 | Ale | Assist M. Patti with billing file to supplement time entries by person. | \$110.00 | 0.90 | \$ 99.00 |
| | 6/17/2010 | Deems | conf G Hansen re response to letter from counsel for Fee Examiner | \$500.00 | 0.20 | \$ 100.00 |
| | 6/17/2010 | Deems | finalize letter and attachments responding to June 4, 2010 letter from Carla Andres and draft report of Fee Examiner to Claro's second interim fee application | \$500.00 | 0.80 | \$ 400.00 |
| | 6/17/2010 | Hansen | provide additional detail for 2nd interim fee application | \$500.00 | 0.80 | \$ 400.00 |
| | 6/17/2010 | Hansen | review communication from D. Deems to Fee Examiner | \$500.00 | 0.50 | \$ 250.00 |

| Service Code | Date | Staff | Description | Rate | Hours | Amount |
|--------------|-----------|----------|--|----------|-------|-------------|
| | 6/17/2010 | Patti | Prepare unblocked billing file with supplement time entries by person. | \$155.00 | 0.90 | \$ 139.50 |
| | 6/21/2010 | Deems | examine email from Carla Andres re total Claro billings/receipts from MLC (.1); prepare email to Carla Andres re Claro receipts and follow up issues on Fee Examiner's draft Report (.2) | \$500.00 | 0.30 | \$ 150.00 |
| | 6/22/2010 | Deems | examine email from Carla Andres (.1); conf with billing dept to respond to Fee Examiner inquiry (.2) | \$500.00 | 0.30 | \$ 150.00 |
| | 6/22/2010 | Deems | review Fee Examiner's Report and Limited Objections to Claro's Second Interim Fee Application (.2); prepare email to MLC team regarding same(.2) | \$500.00 | 0.40 | \$ 200.00 |
| | 6/22/2010 | Deems | prepare email to Weil and Debtors re Fee Examiner's Report and Limited Objections to Claro's Second Interim Fee Application (.2); examine emails from J Redwine and D Berz re same (.2) | \$500.00 | 0.40 | \$ 200.00 |
| | 6/22/2010 | Deems | prepare draft affidavit for signature of J Redwine (.5); prepare email to MLC team re same (.2) | \$500.00 | 0.70 | \$ 350.00 |
| | 6/22/2010 | Deems | prepare email to J Redwine re Fee Examiner's Report and potential draft affidavit | \$500.00 | 0.40 | \$ 200.00 |
| | 6/22/2010 | Patti | Review time entries for consistency and adherence to billing guidelines for February and March. | \$155.00 | 3.40 | \$ 527.00 |
| | 6/22/2010 | Patti | Review time entries for consistency and adherence to billing guidelines for February and March. | \$155.00 | 3.30 | \$ 511.50 |
| | 6/22/2010 | Patti | Prepare invoice for February and March with edited descriptions and hours. | \$155.00 | 2.90 | \$ 449.50 |
| | 6/23/2010 | Deems | review email from Carla Andres (.1); prepare email to Carla Andres (.1) | \$500.00 | 0.20 | \$ 100.00 |
| | 6/23/2010 | Deems | conf call with counsel for Fee Examiner re Report | \$500.00 | 0.30 | \$ 150.00 |
| | 6/23/2010 | Twellman | update and revise response to fee examiner issues | \$330.00 | 1.10 | \$ 363.00 |
| | 6/24/2010 | Deems | conf Carla Andres (.2); prepare email to Weil attorneys, MLC and internal team re Fee Examiner issues (.2) | \$500.00 | 0.40 | \$ 200.00 |
| | 6/25/2010 | Deems | review supplement filing from Fee Examiner and propose revision to same (.1); prepare email to Carla Andres re same (.1); conf C Andres re same and prepare confirming email (.2) | \$500.00 | 0.40 | \$ 200.00 |
| | 7/6/2010 | Deems | review various notices and amended notices regarding June 29 hearing; examine email re Judge Gerber's ruling | \$500.00 | 0.20 | \$ 100.00 |
| | 7/12/2010 | Deems | review email from Carla Andres re Fee Application filing deadline; prepare email to MLC team re same | \$500.00 | 0.20 | \$ 100.00 |
| | 7/13/2010 | Killian | Review budget and fee application submittal | \$450.00 | 0.30 | \$ 135.00 |
| | 7/16/2010 | Deems | review email from Russ Brooks re exhibits to order approving fee application (.2); begin reviewing 2nd fee application and order on 1st fee application to prepare same (.3); prepare email to C Mora re preparation of exhibit (.2) | \$500.00 | 0.70 | \$ 350.00 |
| | 7/19/2010 | Deems | Finalize and QC Claro portions of Schedules A, B and C to Order approving Fee Applications and review prior filings (.4); prepare email to Russ Brooks re Claro edits to Schedules (.1) | \$500.00 | 0.50 | \$ 250.00 |
| | 7/21/2010 | Deems | review draft third interim fee application and edit same | \$500.00 | 0.70 | \$ 350.00 |
| | 7/21/2010 | Twellman | Draft 3rd Fee application and schedules. | \$330.00 | 0.70 | \$ 231.00 |
| | 7/22/2010 | Deems | review billing detail of time encompassed by 3rd interim period for initial evaluation of completeness of descriptions and potential privilege issues (.8); conf with G Hansen re same (.2) | \$500.00 | 1.00 | \$ 500.00 |
| | 7/22/2010 | Hansen | Fee Application review, redacting entries as appropriate per Judge Gerber's order | \$500.00 | 2.30 | \$ 1,150.00 |
| | 7/22/2010 | Killian | Reviewing draft Fee Application | \$450.00 | 0.50 | \$ 225.00 |
| | 7/26/2010 | Hansen | Fee Application review, redacting entries as appropriate per Judge Gerber's order | \$500.00 | 2.70 | \$ 1,350.00 |
| | 7/27/2010 | Hansen | Fee Application review, redacting entries as appropriate per Judge Gerber's order | \$500.00 | 1.20 | \$ 600.00 |
| | 7/28/2010 | Deems | examine draft memorandum prepare by counsel for the Fee Examiner relating to prior court rulings on fee applications | \$500.00 | 0.30 | \$ 150.00 |
| | 7/30/2010 | Deems | revise revised Third Interim Fee application and draft attachments to same | \$500.00 | 0.30 | \$ 150.00 |
| | 8/2/2010 | Hansen | review of timesheet detail redactions for privilege consistent with Judge Gerber's orders | \$500.00 | 1.70 | \$ 850.00 |
| | 8/4/2010 | Deems | exchange emails with Russell Brooks of Weil regarding filing/service of Third Interim Fee Application | \$500.00 | 0.20 | \$ 100.00 |
| | 9/2/2010 | Deems | review correspondence from Counsel for Fee Examiner regarding Claro's 3rd Interim Fee application (.2); prepare email to MLC team regarding correspondence from Fee Examiner's Counsel (.2) | \$500.00 | 0.40 | \$ 200.00 |
| | 9/9/2010 | Deems | Review voice mail from C Andres re draft objections (.1); conf Carla Andres re draft objections to 3rd Interim Fee Application (.1) | \$500.00 | 0.20 | \$ 100.00 |
| | 9/20/2010 | Deems | examine report of Fee Examiner re Third Interim Fee Application (.2); compare Report with prior correspondence from Fee Examiner's counsel (.2); prepare email to members of Claro team re Fee Examiner's Report and response to same (.2) | \$500.00 | 0.60 | \$ 300.00 |
| | 9/20/2010 | Twellman | Help prepare response to Fee examiner questions. | \$330.00 | 0.40 | \$ 132.00 |
| | 9/21/2010 | Deems | prepare draft response to Fee Examiner's correspondence | \$500.00 | 0.60 | \$ 300.00 |
| | 9/21/2010 | Mora | Prepared and edited Claro response to Fee Examiner | \$110.00 | 2.10 | \$ 231.00 |
| | 9/21/2010 | Twellman | Help prepare response to Fee examiner questions. | \$330.00 | 0.30 | \$ 99.00 |
| | 9/22/2010 | Deems | tel conf Carla Andres re Fee Examiner's Report and Objections to 3rd Interim Claro Application (.2); revise letter to Ms. Andres re Fee Examiner's Report and Objections (.4) | \$500.00 | 0.60 | \$ 300.00 |
| | 9/22/2010 | Twellman | Help prepare response to Fee examiner questions. | \$330.00 | 0.20 | \$ 66.00 |

Fee Application & Other Job Administration Cost Analysis Total**Grand Total****62.60 \$ 22,689.00****126.50 \$ 46,810.50**

EXHIBIT E

THE CLARO GROUP, LLC
Douglas H. Deems
777 S. Figueroa Street, Suite 4050
Los Angeles, CA 90017
(213) 784-0190 (Telephone)
(213) 452-6556 (Facsimile)

Environmental Management Consultants to the Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: :
Debtors. : (Jointly Administered)
: :
-----x

CERTIFICATION OF DOUGLAS H. DEEMS

I, Douglas H. Deems certify as follows:

1. I am a Managing Director of The Claro Group, LLC (“Claro”). I submit this certification with respect to the Fourth Interim Application (the “Fee Application”) of Claro, environmental management consultants to Motors Liquidation Company (f/k/a General Motors Corporation) (“GM”) and its affiliated debtors, as debtors in possession (collectively, the “Debtors”), for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period June 1, 2010 through September 30, 2010.

2. I make this certification in accordance with General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of New York on April 19, 1995 (the “Local Guidelines”). In connection therewith, I hereby certify that:

- a. I have read the Fee Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are charged in accordance with practices customarily employed by Claro and generally accepted by Claro’s clients; and
- d. in providing a reimbursable service , Claro does not make a profit on that service, whether the service is performed by Claro in-house or through a third party.

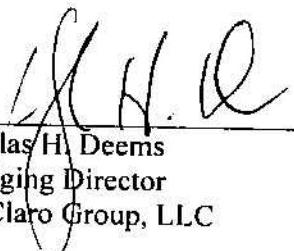
3. As required by Section B. 2 of the Local Guidelines, I certify that all of Claro’s Monthly Statements were sent to (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors’ Committee; and (iv) Office of the United States Trustee for the Southern District of New York.

4. As required by Section B. 3 of the Local Guidelines, I certify that (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors’ Committee; and (iv) Office of the United States Trustee for the Southern District of New York will each be provided with a copy of this Fee Application by counsel for the Debtors at least ten (10) days in advance of the hearing to consider the Fee Application.

5. I certify the foregoing to be true and correct.

Dated: Los Angeles, California

November 5, 2010


Douglas H. Deems
Managing Director
The Claro Group, LLC